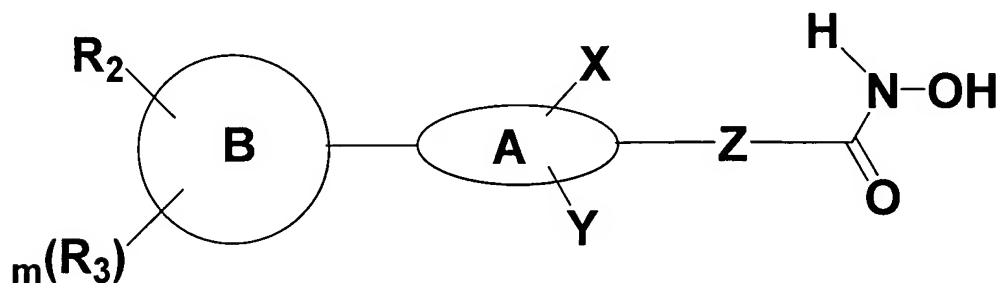


### AMENDMENTS TO THE CLAIMS

This listing of the claims will replace all prior versions and listings of the claims in this application.

#### Listing of the Claims:

1. (Original) A compound of the Formula (I)



**Formula (I)**

wherein

Z is a single bond or a C<sub>1</sub>-C<sub>4</sub> hydrocarbon chain containing no more than 1 double or triple bond, optionally substituted with one or more substituents independently selected from the group consisting of C<sub>1</sub>-C<sub>4</sub> alkyl;

A is an aromatic ring selected from the group consisting of optionally substituted arylene and optionally substituted heteroarylene, wherein A is not benzimidazole and when Z is a single bond then A is not selected from the group consisting of phenylene and six-membered heteroarylene containing 3 or less than 3 nitrogens;

B is an aromatic ring selected from the group consisting of aryl and heteroaryl and wherein A and B can not both be phenylene and wherein when Z is a single bond then B is not a bicyclic aryl or bicyclic heteroaryl;

wherein A and B are connected via a carbon-carbon bond;

R<sub>2</sub> is selected from the group consisting of halogen, alkyl, alkenyl, alkynyl, haloalkyl, haloalkenyl, heteroalkyl, cycloalkyl, cycloalkenyl, heterocycloalkyl, heterocycloalkenyl, aryl, heteroaryl, cycloalkylalkyl, heterocycloalkylalkyl, arylalkyl, heteroarylalkyl, arylalkenyl, cycloalkylheteroalkyl, heterocycloalkylheteroalkyl, heteroarylheteroalkyl, arylheteroalkyl, hydroxy, hydroxyalkyl, alkoxy, alkoxyalkyl, alkoxyaryl, alkenyloxy, alkynyloxy, cycloalkylkoxy, heterocycloalkyloxy, aryloxy, heteroaryloxy, arylalkyloxy, amino, alkylamino, aminoalkyl, acylamino, arylamino, phenoxy, benzyloxy, COOH, COOR<sub>4</sub>, SH, CONHR<sub>4</sub>, NHR<sub>4</sub>, - (CH<sub>2</sub>)<sub>n</sub>NHCOR<sub>4</sub>, NHCOR<sub>4</sub>, NHCOOR<sub>4</sub> NHCONHR<sub>4</sub>, C(=NOH)R<sub>4</sub>, NHSOR<sub>4</sub> NHSO<sub>2</sub>R<sub>4</sub>, -(CH<sub>2</sub>)<sub>n</sub>-NR<sub>6</sub>R<sub>7</sub>, alkoxycarbonyl, alkylaminocarbonyl, sulfonyl, alkylsulfonyl, alkylsulfinyl, arylsulfonyl, arylsulfinyl, aminosulfonyl, aminosulfinyl, SR<sub>4</sub> and acyl each of which may optionally be substituted, provided that R<sub>2</sub> does not contain the moiety NHCONHCO or NHCONHSO<sub>2</sub>;

R<sub>3</sub> is selected from the group consisting of H, halogen, alkyl, alkenyl, alkynyl, haloalkyl, haloalkenyl, heteroalkyl, cycloalkyl, cycloalkenyl, heterocycloalkyl, heterocycloalkenyl, aryl, heteroaryl, cycloalkylalkyl, heterocycloalkylalkyl, arylalkyl, heteroarylalkyl, arylalkenyl, cycloalkylheteroalkyl, heterocycloalkylheteroalkyl, heteroarylheteroalkyl, arylheteroalkyl, hydroxy, hydroxyalkyl, alkoxy, alkoxyalkyl, alkoxyaryl, alkenyloxy, alkynyloxy, cycloalkylkoxy, heterocycloalkyloxy, aryloxy, heteroaryloxy, arylalkyloxy, amino, alkylamino, aminoalkyl, acylamino, arylamino, phenoxy, benzyloxy, COOH, COOR<sub>4</sub>, SH, CONHR<sub>4</sub>, NHR<sub>4</sub>, - (CH<sub>2</sub>)<sub>n</sub>NHCOR<sub>4</sub>, NHCOR<sub>4</sub>, NHCOOR<sub>4</sub> NHCONHR<sub>4</sub>, C(=NOH)R<sub>4</sub>, NHSOR<sub>4</sub> NHSO<sub>2</sub>R<sub>4</sub>, -(CH<sub>2</sub>)<sub>n</sub>-NR<sub>6</sub>R<sub>7</sub>, alkoxycarbonyl, alkylaminocarbonyl, sulfonyl, alkylsulfonyl, alkylsulfinyl, arylsulfonyl, arylsulfinyl, aminosulfonyl, aminosulfinyl, SR<sub>4</sub> and acyl; each of which may optionally be substituted provided that R<sub>3</sub> does not contain the moiety NHCONHCO or NHCONHSO<sub>2</sub>;

or R<sub>2</sub> and R<sub>3</sub> together with portion of ring B may form a non-aromatic ring fused to B;

X and Y are the same or different and are independently selected from the group consisting of H, halogen, -CN, -NO<sub>2</sub>, -CF<sub>3</sub>, -OCF<sub>3</sub>, alkyl, alkenyl, alkynyl, haloalkyl, haloalkenyl, haloalkynyl, heteroalkyl, cycloalkyl, cycloalkenyl, heterocycloalkyl, heterocycloalkenyl, heteroaryl, hydroxy, hydroxyalkyl, alkoxy, alkoxyalkyl, alkoxyaryl, alkoxyheteroaryl, alkenyloxy, alkynyloxy,

cycloalkyloxy, cycloalkenyloxy, heterocycloalkyloxy, heterocycloalkenyloxy, aryloxy, heteroaryloxy, arylalkyl, heteroarylalkyl, arylalkyloxy, amino, alkylamino, acylamino, aminoalkyl, arylamino, sulfonylamino, sulfinylamino, sulfonyl, alkylsulfonyl, arylsulfonyl, aminosulfonyl, aminoalkyl, alkoxyalkyl, -COOH, -C(O)OR<sub>4</sub>, -COR<sub>4</sub>, -SH, -SR<sub>4</sub>, -OR<sub>4</sub>, acyl and -NR<sub>8</sub>R<sub>9</sub> each of which may be optionally substituted;

each R<sub>4</sub> is independently selected from the group consisting of H, alkyl, alkenyl, alkynyl, haloalkyl, heteroalkyl, cycloalkyl, heterocycloalkyl, aryl, heteroaryl, cycloalkylalkyl, heterocycloalkylalkyl, arylalkyl, heteroarylalkyl and acyl each of which may be optionally substituted;

each R<sub>6</sub> and R<sub>7</sub> is independently selected from the group consisting of H, alkyl, alkenyl, alkynyl, haloalkyl, heteroalkyl, cycloalkyl, heterocycloalkyl, aryl, heteroaryl, cycloalkylalkyl, heterocycloalkylalkyl, arylalkyl, heteroarylalkyl and acyl; each of which may be optionally substituted;

each R<sub>8</sub> and R<sub>9</sub> is independently selected from the group consisting of H, alkyl, alkenyl, alkynyl, haloalkyl, heteroalkyl, cycloalkyl, heterocycloalkyl, aryl, heteroaryl, cycloalkylalkyl, heterocycloalkylalkyl, arylalkyl, heteroarylalkyl and acyl; each of which may be optionally substituted;

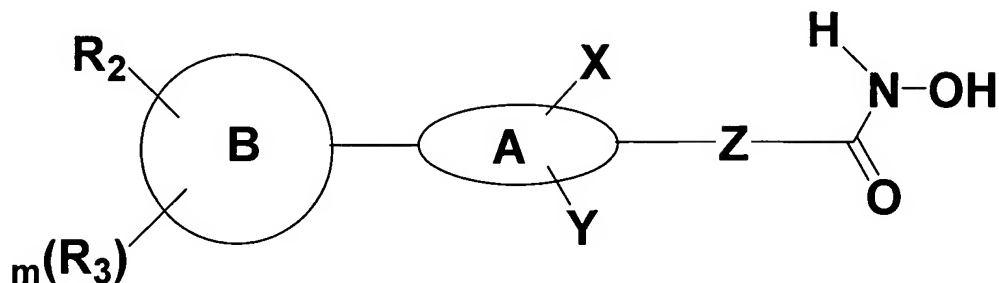
n is an integer from 0 to 6,

m is an integer from 0 to 4;

or a pharmaceutically acceptable salt or prodrug thereof,

wherein when A is 2,5-oxazolene and Z is single bond, R<sub>2</sub> = R<sub>3</sub> = H, then B is not a phenyl, 4-Cl-phenyl, 4-CH<sub>3</sub>-O-phenyl or 4-NO<sub>2</sub>-phenyl.

2. (Original) A compound according to claim 1 having the Formula (Ia)



**Formula (Ia)**

wherein

Z is a single bond or a C<sub>1</sub>-C<sub>4</sub> hydrocarbon chain which may contain 0 to 1 double or triple bonds, unsubstituted or substituted with one or more substituents independently selected from the group consisting of C<sub>1</sub>-C<sub>4</sub> alkyl;

A is an aromatic ring selected from the group consisting of optionally substituted arylene and optionally substituted heteroarylene, wherein A is not benzimidazole and when Z is a single bond then A is not selected from the group consisting of phenylene and six-membered heteroarylene containing 3 or less than 3 nitrogens;

B is an aromatic ring selected from the group consisting of aryl and heteroaryl and wherein A and B can not both be phenylene and wherein when Z is a single bond then B is not a bicyclic aryl or bicyclic heteroaryl;

wherein A and B are connected via a carbon-carbon bond;

R<sub>2</sub> is selected from C<sub>1</sub>-C<sub>10</sub> alkyl, alkenyl, heteroalkyl, haloalkyl, alkynyl, aryl, cycloalkyl, heterocycloalkyl, heteroaryl, C<sub>4</sub>-C<sub>9</sub> heterocycloalkylalkyl, cycloalkylalkyl (e.g., cyclopropylmethyl), arylalkyl (e.g. benzyl), heteroarylalkyl (e.g. pyridylmethyl), hydroxyl, hydroxyalkyl, alkoxy, amino, alkylamino, aminoalkyl, acylamino, phenoxy, alkoxyalkyl, benzyloxy, alkylsulfonyl, arylsulfonyl, aminosulfonyl, -C(O)OR<sub>4</sub>, -C(O)OH, -SH, -CONHR<sub>4</sub>, -NHCONHR<sub>4</sub>, C(=NOH)R<sub>4</sub>, -C(O)C(O)OR<sub>4</sub>, C(O)CONHR<sub>4</sub>, CON(R<sub>5</sub>)OR<sub>4</sub>, COCON(R<sub>4</sub>)OR<sub>4</sub>,

NHCOR<sub>4</sub>, and acyl; each of the above is unsubstituted or optionally substituted with one or more substituents independently selected from the group consisting of: halogen; =O; =S; -CN; and -NO<sub>2</sub>; and alkyl, alkenyl, heteroalkyl, haloalkyl, alkynyl, aryl, cycloalkyl, heterocycloalkyl, heteroaryl, hydroxyl, hydroxyalkyl, alkoxy, alkylamino, aminoalkyl, acylamino, phenoxy, alkoxyalkyl, benzyloxy, alkylsulfonyl, arylsulfonyl, aminosulfonyl, -C(O)OR<sub>5</sub>, -C(O)OH, -SH, -C(O)C(O)OR<sub>5</sub>, C(O)CONHR<sub>5</sub>, CON(R<sub>5</sub>)OR<sub>5</sub>, COCON(R<sub>5</sub>)OR<sub>5</sub>, NHCOR<sub>5</sub>, and acyl; wherein R<sub>2</sub> does not contain the moiety NHCONHCO or NHCONHSO<sub>2</sub>;

R<sub>3</sub> is selected from H, C<sub>1</sub>-C<sub>10</sub> alkyl, alkenyl, heteroalkyl, haloalkyl, alkynyl, aryl, cycloalkyl, heterocycloalkyl, heteroaryl, C<sub>4</sub>-C<sub>9</sub> heterocycloalkylalkyl, cycloalkylalkyl (e.g., cyclopropylmethyl), arylalkyl (e.g. benzyl), heteroarylalkyl (e.g. pyridylmethyl), hydroxyl, hydroxyalkyl, alkoxy, amino, alkylamino, aminoalkyl, acylamino, phenoxy, alkoxyalkyl, benzyloxy, alkylsulfonyl, arylsulfonyl, aminosulfonyl, -C(O)OR<sub>4</sub>, -C(O)OH, -SH, -CONHR<sub>4</sub>, -NHCONHR<sub>4</sub>, C(=NOH)R<sub>4</sub>, -C(O)C(O)OR<sub>4</sub>, C(O)CONHR<sub>4</sub>, CON(R<sub>5</sub>)OR<sub>4</sub>, COCON(R<sub>4</sub>)OR<sub>4</sub>, NHCOR<sub>4</sub>, and acyl; each of the above is unsubstituted or optionally substituted with one or more substituents independently selected from the group consisting of: halogen; =O; =S; -CN; and -NO<sub>2</sub>; and alkyl, alkenyl, heteroalkyl, haloalkyl, alkynyl, aryl, cycloalkyl, heterocycloalkyl, heteroaryl, hydroxyl, hydroxyalkyl, alkoxy, alkylamino, aminoalkyl, acylamino, phenoxy, alkoxyalkyl, benzyloxy, alkylsulfonyl, arylsulfonyl, aminosulfonyl, -C(O)OR<sub>5</sub>, -C(O)OH, -SH, -C(O)C(O)OR<sub>5</sub>, C(O)CONHR<sub>5</sub>, CON(R<sub>5</sub>)OR<sub>5</sub>, COCON(R<sub>5</sub>)OR<sub>5</sub>, NHCOR<sub>5</sub>, and acyl; wherein R<sub>3</sub> does not contain the moiety NHCONHCO or NHCONHSO<sub>2</sub>;

or R<sub>2</sub> and R<sub>3</sub> together with portion of ring B may form a non-aromatic ring fused to B;

X and Y are the same or different and independently selected from the group consisting of: H, halo, C<sub>1</sub>-C<sub>4</sub> alkyl, such as CH<sub>3</sub> and CF<sub>3</sub>, NO<sub>2</sub>, OR<sub>4</sub>, SR<sub>4</sub>, C(O)R<sub>5</sub>, CN, and NR<sub>8</sub> R<sub>9</sub>;

R<sub>4</sub> is selected from H, C<sub>1</sub>-C<sub>4</sub> alkyl, heteroalkyl, aryl, heteroaryl, acyl;

R<sub>5</sub> is selected from H, C<sub>1</sub>-C<sub>4</sub> alkyl;

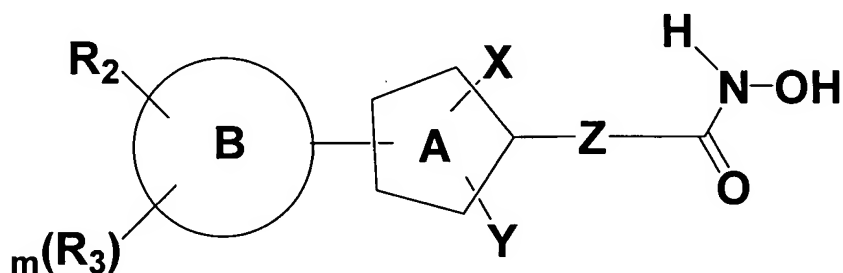
$R_8$  and  $R_9$  are the same or different and independently selected from the group consisting of H,  $C_1$ - $C_6$  alkyl,  $C_4$ - $C_9$  cycloalkyl,  $C_4$ - $C_9$  heterocycloalkyl, aryl, heteroaryl, arylalkyl, and heteroarylalkyl;

m is an integer from 0 to 4;

or a pharmaceutically acceptable salt or prodrug thereof,

wherein when A is 2,5-oxazolene and Z is single bond,  $R_2 = R_3 = H$ , then B is not a phenyl, 4-Cl-phenyl, 4- $CH_3$ -O-phenyl or 4- $NO_2$ -phenyl.

3. (Currently amended) A compound according to claim 1 or 2 having the Formula (Ib)



**Formula (Ib)**

wherein

Z is a single bond or a  $C_1$ - $C_4$  hydrocarbon chain which may contain 0 to 1 double bond or triple bond, unsubstituted or substituted with one or more substituents independently selected from the group consisting of  $C_1$ - $C_4$  alkyl;

A is an optionally substituted five-membered heteroarylene;

B is an aromatic ring which is selected from the group consisting of aryl and heteroaryl; wherein when Z is a single bond then B is not a bicyclic aryl or bicyclic heteroaryl;

wherein A and B are connected via a carbon-carbon bond;

R<sub>2</sub> is selected from the group consisting of halogen, alkyl, alkenyl, alkynyl, haloalkyl, haloalkenyl, heteroalkyl, cycloalkyl, cycloalkenyl, heterocycloalkyl, heterocycloalkenyl, aryl, heteroaryl, cycloalkylalkyl, heterocycloalkylalkyl, arylalkyl, heteroarylalkyl, arylalkenyl, cycloalkylheteroalkyl, heterocycloalkylheteroalkyl, heteroarylheteroalkyl, arylheteroalkyl, hydroxy, hydroxyalkyl, alkoxy, alkoxyalkyl, alkoxyaryl, alkenyloxy, alkynyloxy, cycloalkylkoxy, heterocycloalkyloxy, aryloxy, heteroaryloxy, arylalkyloxy, amino, alkylamino, aminoalkyl, acylamino, arylamino, phenoxy, benzyloxy, COOH, COOR<sub>4</sub>, SH, CONHR<sub>4</sub>, NHR<sub>4</sub>, - (CH<sub>2</sub>)<sub>n</sub>NHCOR<sub>4</sub>, NHCOR<sub>4</sub>, NHCOOR<sub>4</sub>, NHCONHR<sub>4</sub>, C(=NOH)R<sub>4</sub>, NHSOR<sub>4</sub>, NHSO<sub>2</sub>R<sub>4</sub>, -(CH<sub>2</sub>)<sub>n</sub>-NR<sub>6</sub>R<sub>7</sub>, alkoxycarbonyl, alkylaminocarbonyl, sulfonyl, alkylsulfonyl, alkylsulfinyl, arylsulfonyl, arylsulfinyl, aminosulfonyl, aminosulfinyl, SR<sub>4</sub> and acyl; each of which may optionally be substituted, wherein R<sub>2</sub> does not contain the moiety NHCONHCO or NHCONHSO<sub>2</sub>;

R<sub>3</sub> is selected from the group consisting of H, halogen, alkyl, alkenyl, alkynyl, haloalkyl, haloalkenyl, heteroalkyl, cycloalkyl, cycloalkenyl, heterocycloalkyl, heterocycloalkenyl, aryl, heteroaryl, cycloalkylalkyl, heterocycloalkylalkyl, arylalkyl, heteroarylalkyl, arylalkenyl, cycloalkylheteroalkyl, heterocycloalkylheteroalkyl, heteroarylheteroalkyl, arylheteroalkyl, hydroxy, hydroxyalkyl, alkoxy, alkoxyalkyl, alkoxyaryl, alkenyloxy, alkynyloxy, cycloalkylkoxy, heterocycloalkyloxy, aryloxy, heteroaryloxy, arylalkyloxy, amino, alkylamino, aminoalkyl, acylamino, arylamino, phenoxy, benzyloxy, COOH, COOR<sub>4</sub>, SH, CONHR<sub>4</sub>, NHR<sub>4</sub>, - (CH<sub>2</sub>)<sub>n</sub>NHCOR<sub>4</sub>, NHCOR<sub>4</sub>, NHCOOR<sub>4</sub>, NHCONHR<sub>4</sub>, C(=NOH)R<sub>4</sub>, NHSOR<sub>4</sub>, NHSO<sub>2</sub>R<sub>4</sub>, - (CH<sub>2</sub>)<sub>n</sub>NR<sub>6</sub>R<sub>7</sub>, alkoxycarbonyl, alkylaminocarbonyl, sulfonyl, alkylsulfonyl, alkylsulfinyl, arylsulfonyl, arylsulfinyl, aminosulfonyl, aminosulfinyl, SR<sub>4</sub> and acyl; each of which may optionally be substituted wherein R<sub>3</sub> does not contain the moiety NHCONHCO or NHCONHSO<sub>2</sub>;

or R<sub>2</sub> and R<sub>3</sub> together with portion of ring B may form a non-aromatic ring fused to B;

X and Y are the same or different and are independently selected from the group consisting of H, halo, C<sub>1</sub>-C<sub>4</sub> alkyl, such as CH<sub>3</sub> and CF<sub>3</sub>, NO<sub>2</sub>, OR<sub>4</sub>, SR<sub>4</sub>, C(O)R<sub>5</sub>, CN, and NR<sub>8</sub> R<sub>9</sub>;

R<sub>4</sub> is selected from H, C<sub>1</sub>-C<sub>4</sub> alkyl, heteroalkyl, aryl, heteroaryl, acyl;

$R_5$  is selected from H,  $C_1$ - $C_4$  alkyl;

each  $R_6$  and  $R_7$  is independently selected from the group consisting of H, alkyl, alkenyl, alkynyl, haloalkyl, heteroalkyl, cycloalkyl, heterocycloalkyl, aryl, heteroaryl, cycloalkylalkyl, heterocycloalkylalkyl, arylalkyl, heteroarylalkyl and acyl each of which may be optionally substituted;

$R_8$  and  $R_9$  are the same or different and are independently selected from the group consisting of H,  $C_1$ - $C_6$  alkyl,  $C_4$ - $C_9$  cycloalkyl,  $C_4$ - $C_9$  heterocycloalkyl, aryl, heteroaryl, arylalkyl, heteroarylalkyl;

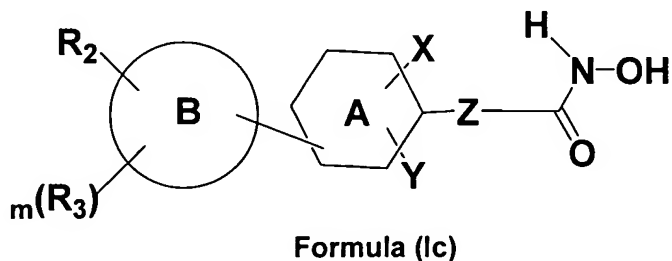
$n$  is an integer from 0 to 6;

$m$  is an integer from 0 to 4;

or a pharmaceutically acceptable salt or prodrug thereof,

wherein when A is 2,5-oxazolene and Z is single bond,  $R_2 = R_3 = H$ , then B is not a phenyl, 4-Cl-phenyl, 4- $CH_3$ -O-phenyl or 4- $NO_2$ -phenyl.

4. (Currently amended) A compound according to claim 1 ~~or 2~~ having the compound of Formula (Ic):



wherein



Z is a single bond or a C<sub>1</sub>-C<sub>4</sub> hydrocarbon chain which may contain 0 to 1 double bond or triple bond, unsubstituted or substituted with one or more substituents independently selected from the group consisting of C<sub>1</sub>-C<sub>4</sub> alkyl;

A is a six-membered aromatic ring which is selected from the group consisting of optionally substituted arylene or optionally substituted heteroarylene and when Z is a single bond then A is not selected from the group consisting of phenylene and six-membered heteroarylene containing 3 or less than 3 nitrogens;

B is an aromatic ring and is attached to the 3<sup>rd</sup> or 4<sup>th</sup> position relative to Z of ring A selected from the group consisting of aryl, and heteroaryl and wherein A and B can not both be phenylene;

wherein A and B are connected via a carbon-carbon bond;

R<sub>2</sub> is selected from the group consisting of halogen, alkyl, alkenyl, alkynyl, haloalkyl, haloalkenyl, heteroalkyl, cycloalkyl, cycloalkenyl, heterocycloalkyl, heterocycloalkenyl, aryl, heteroaryl, cycloalkylalkyl, heterocycloalkylalkyl, arylalkyl, heteroarylalkyl, arylalkenyl, cycloalkylheteroalkyl, heterocycloalkylheteroalkyl, heteroarylheteroalkyl, arylheteroalkyl, hydroxy, hydroxyalkyl, alkoxy, alkoxyalkyl, alkoxyaryl, alkenyloxy, alkynyloxy, cycloalkylkoxy, heterocycloalkyloxy, aryloxy, heteroaryloxy, arylalkyloxy, amino, alkylamino, aminoalkyl, acylamino, arylamino, phenoxy, benzyloxy, COOH, COOR<sub>4</sub>, SH, CONHR<sub>4</sub>, NHR<sub>4</sub>, -(CH<sub>2</sub>)<sub>n</sub>NHCOR<sub>4</sub>, NHCOR<sub>4</sub>, NHCOOR<sub>4</sub>, NHCONHR<sub>4</sub>, C(=NOH)R<sub>4</sub>, NHSOR<sub>4</sub>, NHSO<sub>2</sub>R<sub>4</sub>, -(CH<sub>2</sub>)<sub>n</sub>-NR<sub>6</sub>R<sub>7</sub>, alkoxycarbonyl, alkylaminocarbonyl, sulfonyl, alkylsulfonyl, alkylsulfinyl, arylsulfonyl, arylsulfinyl, aminosulfonyl, aminosulfinyl, SR<sub>4</sub> and acyl; each of which may optionally be substituted, wherein R<sub>2</sub> does not contain the moiety NHCONHCO or NHCONHSO<sub>2</sub>;

R<sub>3</sub> is selected from the group consisting of H, halogen, alkyl, alkenyl, alkynyl, haloalkyl, haloalkenyl, heteroalkyl, cycloalkyl, cycloalkenyl, heterocycloalkyl, heterocycloalkenyl, aryl, heteroaryl, cycloalkylalkyl, heterocycloalkylalkyl, arylalkyl, heteroarylalkyl, arylalkenyl, cycloalkylheteroalkyl, heterocycloalkylheteroalkyl, heteroarylheteroalkyl, arylheteroalkyl,

hydroxy, hydroxyalkyl, alkoxy, alkoxyalkyl, alkoxyaryl, alkenyloxy, alkynyloxy, cycloalkylkoxy, heterocycloalkyloxy, aryloxy, heteroaryloxy, arylalkyloxy, amino, alkylamino, aminoalkyl, acylamino, arylamino, phenoxy, benzyloxy, COOH, COOR<sub>4</sub>, SH, CONHR<sub>4</sub>, NHR<sub>4</sub>, - (CH<sub>2</sub>)<sub>n</sub>NHCOR<sub>4</sub>, NHCOR<sub>4</sub>, NHCOOR<sub>4</sub>, NHCONHR<sub>4</sub>, C(=NOH)R<sub>4</sub>, NHSOR<sub>4</sub>, NHSO<sub>2</sub>R<sub>4</sub>, - (CH<sub>2</sub>)<sub>n</sub>NR<sub>6</sub>R<sub>7</sub>, alkoxycarbonyl, alkylaminocarbonyl, sulfonyl, alkylsulfonyl, alkylsulfinyl, arylsulfonyl, arylsulfinyl, aminosulfonyl, aminosulfinyl, SR<sub>4</sub> and acyl; each of which may optionally be substituted wherein R<sub>3</sub> does not contain the moiety NHCONHCO or NHCONHSO<sub>2</sub>;

X and Y are the same or different and independently selected from H, halo, C<sub>1</sub>-C<sub>4</sub> alkyl, such as CH<sub>3</sub> and CF<sub>3</sub>, NO<sub>2</sub>, OR<sub>4</sub>, SR<sub>4</sub>, C(O)R<sub>5</sub>, CN, and NR<sub>8</sub> R<sub>9</sub> ;

R<sub>4</sub> is selected from H, C<sub>1</sub>-C<sub>4</sub> alkyl, heteroalkyl, aryl, heteroaryl, acyl;

R<sub>5</sub> is selected from H, C<sub>1</sub>-C<sub>4</sub> alkyl;

each R<sub>6</sub> and R<sub>7</sub> is independently selected from the group consisting of H, alkyl, alkenyl, alkynyl, haloalkyl, heteroalkyl, cycloalkyl, heterocycloalkyl, aryl, heteroaryl, cycloalkylalkyl, heterocycloalkylalkyl, arylalkyl, heteroarylalkyl and acyl each of which may be optionally substituted;

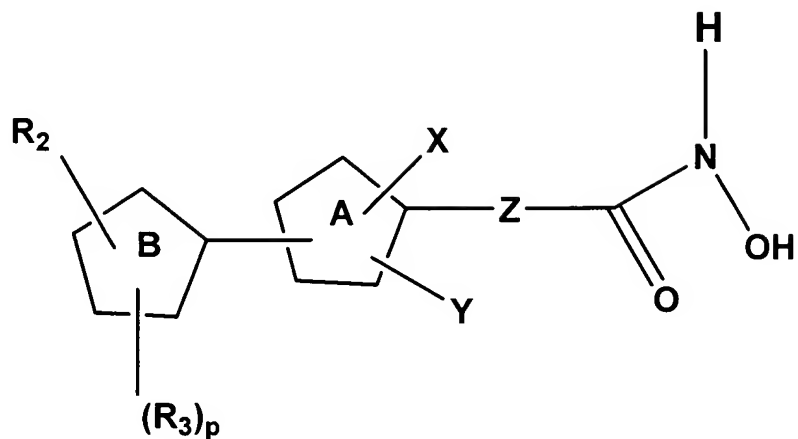
R<sub>8</sub> and R<sub>9</sub> are the same or different and independently selected from H, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>4</sub>-C<sub>9</sub> cycloalkyl, C<sub>4</sub>-C<sub>9</sub> heterocycloalkyl, aryl, heteroaryl, arylalkyl, heteroarylalkyl;

n is an integer from 0 to 6;

m is an integer from 0 to 4;

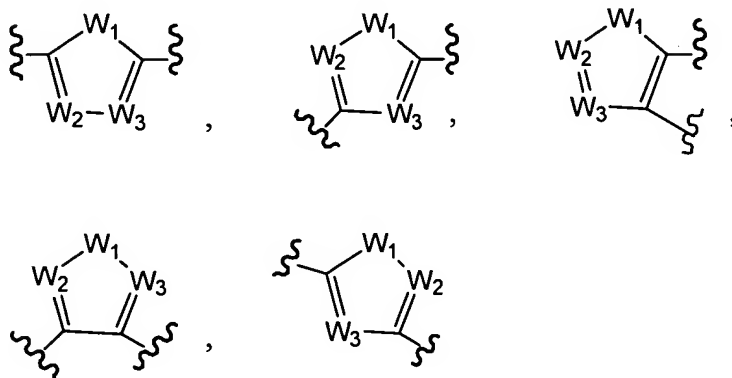
or a pharmaceutically acceptable salt or prodrug thereof.

5. (Original) A compound according to claim 1 having the Formula (Id):



Formula (Id)

wherein  is selected from the group consisting of



wherein  $W_1$  is selected from the group consisting of O, S and NH;

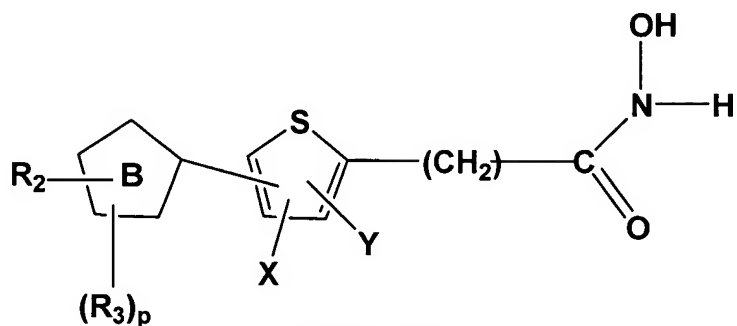
$W_2$  and  $W_3$  are independently selected from the group consisting of N, CX and CY;

$p$  is an integer from 0 to 3,

B is a 5-membered heteroarylene,

wherein Z, X, Y,  $R_2$  and  $R_3$  are as described in claim 1, or a pharmaceutically acceptable salt or prodrug thereof.

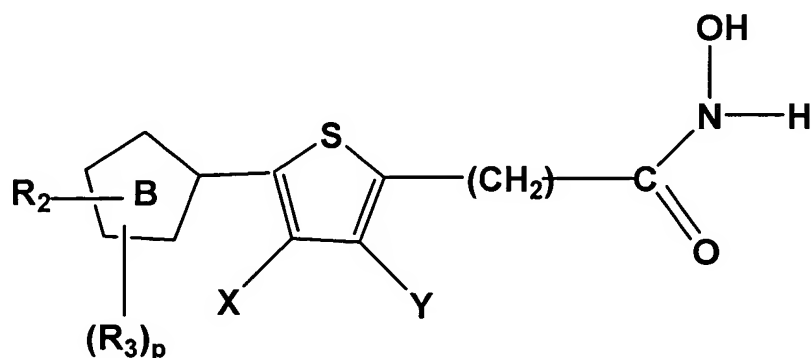
6. (Original) A compound according to claim 1 having the Formula (Ie):



Formula (Ie)

wherein B is a 5-membered heteroaryl, p is an integer from 0 to 3 and X, Y, R<sub>2</sub> and R<sub>3</sub> are the same as in claim 1.

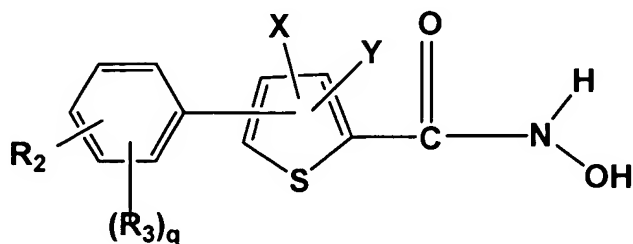
7. (Original) A compound according to claim 1 having the Formula (If)



Formula (If)

wherein B is a 5-membered heteroaryl, p is an integer from 0 to 3 and X, Y, R<sub>2</sub> and R<sub>3</sub> are the same as in claim 1.

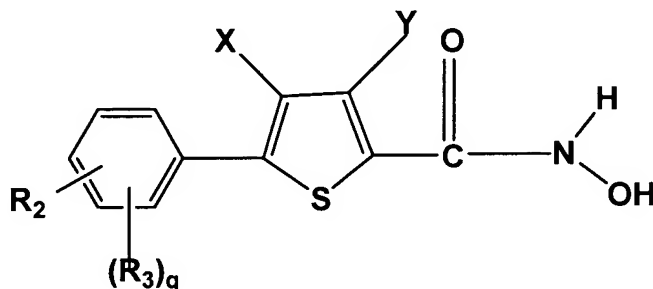
8. (Original) A compound according to claim 1 of the Formula (Ig):



**Formula (Ig)**

wherein q is an integer from 0 to 4 and X, Y, R<sub>2</sub> and R<sub>3</sub> are the same as in claim 1.

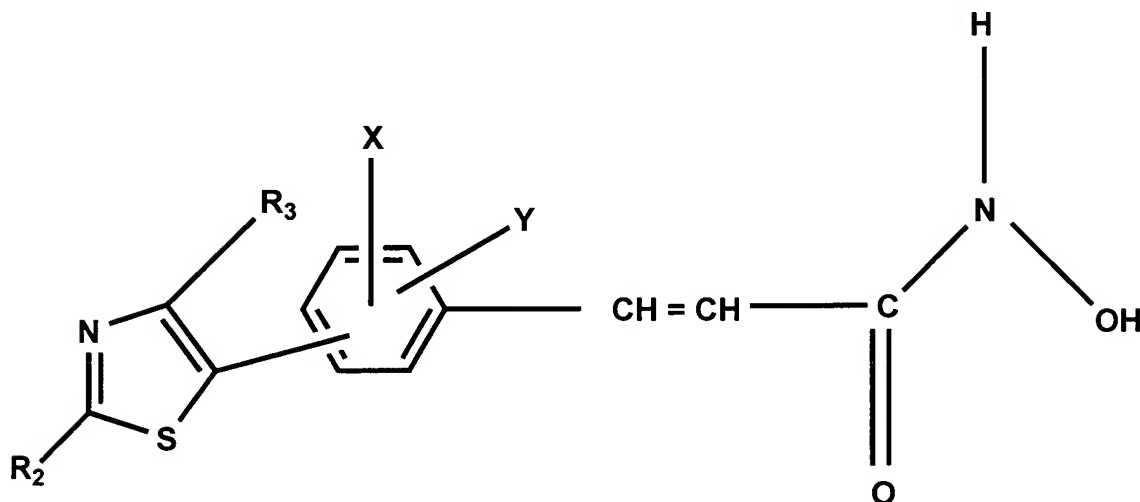
9. (Original) A compound according to claim 1 of the Formula (Ih):



**Formula (Ih)**

wherein q is an integer from 0 to 4 and X, Y, R<sub>2</sub> and R<sub>3</sub> are the same as in claim 1.

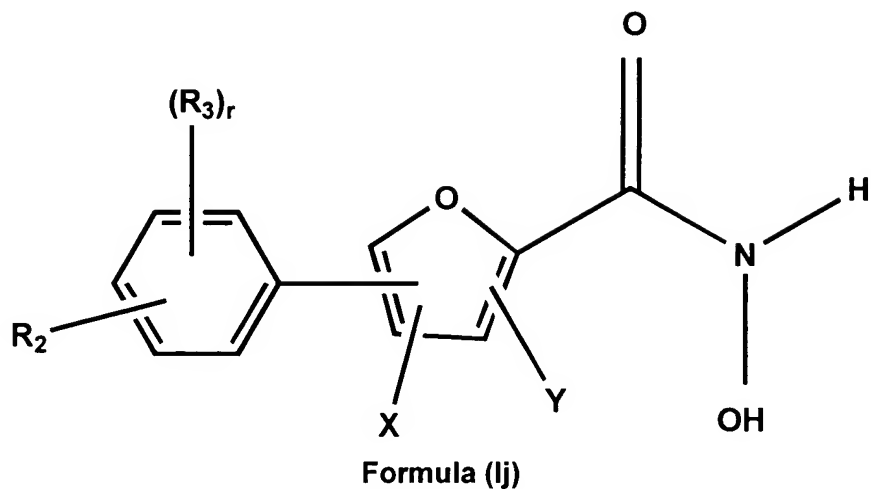
10. (Original) A compound according to claim 1 of the Formula (Ii):



**Formula (Ii)**

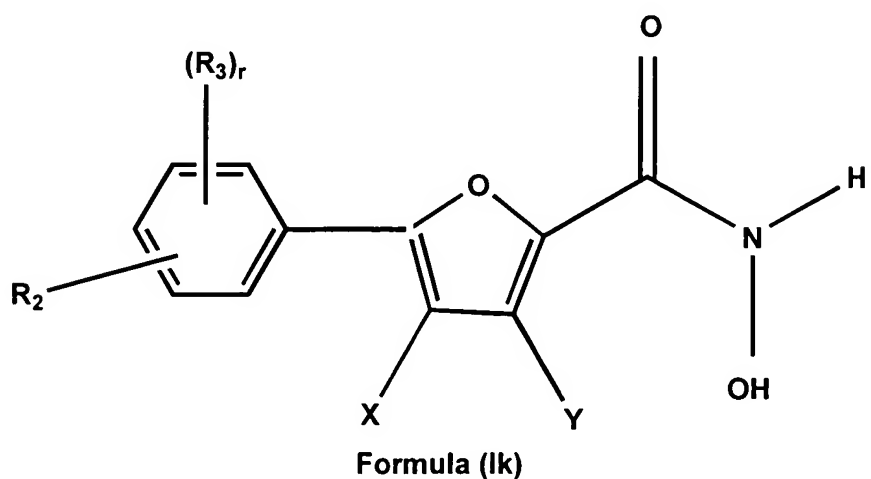
X, Y, R<sub>2</sub> and R<sub>3</sub> are the same as in claim 1.

11. (Original) A compound according to claim 1 of the Formula (Ij):



$r$  is an integer from 0 to 4 and  $X$ ,  $Y$ ,  $R_2$  and  $R_3$  are the same as in claim 1.

12. (Original) A compound according to claim 1 of the Formula (Ik):



$r$  is an integer from 0 to 4 and  $X$ ,  $Y$ ,  $R_2$  and  $R_3$  are the same as in claim 1.

13. (Currently amended) A compound according to ~~any one of claims 1 to 3~~ wherein  $A$  is an optionally substituted 5-membered heteroarylene ring.

14. (Currently amended) A compound according to ~~any one of claims 1 to 3 or 5~~ wherein A is an optionally substituted 5-membered heteroarylene ring selected from the group consisting of 2,5-furanylene; 2,4-furanylene; 2,3-furanylene; 3,4-furanylene; 2,5-thiophenylene; 2,4-thiophenylene; 2,3-thiophenylene; 3,4-thiophenylene; 1,2-pyrrolylene; 1,3-pyrrolylene; 1,4-pyrrolylene; 1,5-pyrrolylene; 2,3-pyrrolylene; 2,4-pyrrolylene; 2,5-pyrrolylene; 3,4-pyrrolylene; 2,5-oxazolylene; 2,4-oxazolylene; 4,5-oxazolylene; 2,5-thiazolylene; 2,4-thiazolylene; 4,5-thiazolylene; 1,2-imidazolylene; 1,4-imidazolylene; 1,5-imidazolylene; 2,4-imidazolylene; 2,5-imidazolylene; 4,5-imidazolylene; 1,3-pyrazolylene; 1,4-pyrazolylene; 1,5-pyrazolylene; 3,4-pyrazolylene; 3,5-pyrazolylene; 4,5-pyrazolylene; 3,4-isoxazolylene; 3,5-isoxazolylene; 4,5-isoxazolylene; 3,4-isothiazolylene; 3,5-isothiazolylene; 4,5-isothiazolylene; 4,5-(1,2,3-oxadiazolyl)-ene; 3,5-(1,2,4-oxadiazolyl)ene; 1,4-(1,2,3-triazolyl)ene; 1,5-(1,2,3-triazolyl)ene; 4,5-(1,2,3-triazolyl)ene; 1,3-(1,2,4-triazolyl)ene; 1,5-(1,2,4-triazolyl)ene; 3,5-(1,2,4-triazolyl)ene; 3,5-(1,2,4-thiadiazolyl)ene; 2,5-(1,3,4-thiadiazolyl)ene, and 1,5-tetrazolylene.

15. (Currently amended) A compound according to ~~any one of claims 1 to 3 or 5~~ wherein A is an optionally substituted 5-membered heteroarylene selected from the group consisting of 2,5-thiophenylene; 3,5-isoxazolylene; 3,5-pyrazolylene; 2,5-oxazolylene; 3,5-pyrazolylene; 2,5-furanylene and 2,4-thiophenylene.

16. (Currently amended) A compound according to ~~any one of claims 1 to 3 or 5~~ wherein B is attached to the 3<sup>rd</sup> or 4<sup>th</sup> position relative to Z of Ring A.

17. (Currently amended) A compound according to ~~any one of claims 1, 2 or 4~~ wherein A is an optionally substituted phenylene or an optionally substituted 6-membered heteroarylene.

18. (Currently amended) A compound according to ~~any one of claims 1 to 7 or 13 to 17~~ wherein B is an optionally substituted 5-membered heteroarylene.

19. (Currently amended) A compound according to ~~any one of claims 1 to 7 or 13 to 18~~ wherein B is an optionally substituted 5-membered heteroarylene ring selected from the group consisting of 2,5-furanylene; 2,4-furanylene; 2,3-furanylene; 3,4-furanylene; 2,5-

thiophenylene; 2,4-thiophenylene, 2,3-thiophenylene; 3,4-thiophenylene; 1,2-pyrrolylene; 1,3-pyrrolylene; 1,4-pyrrolylene; 1,5-pyrrolylene; 2,3-pyrrolylene; 2,4-pyrrolylene; 2,5-pyrrolylene; 3,4-pyrrolylene; 2,5-oxazolylenes; 2,4-oxazolylenes; 4,5-oxazolylenes, 2,5-thiazolylenes; 2,4-thiazolylenes; 4,5-thiazolylenes 1,2-imidazolylenes; 1,4-imidazolylenes; 1,5-imidazolylenes; 2,4-imidazolylenes; 2,5-imidazolylenes; 4,5-imidazolylenes 1,3-pyrazolylenes; 1,4-pyrazolylenes; 1,5-pyrazolylenes; 3,4-pyrazolylenes; 3,5-pyrazolylenes; 4,5-pyrazolylenes; 3,4-isoxazolylenes; 3,5-isoxazolylenes; 4,5-isoxazolylenes; 3,4-isothiazolylenes; 3,5-isothiazolylenes; 4,5-isothiazolylenes; 4,5-(1,2,3-oxadiazolyl)-ene; 3,5-(1,2,4-oxadiazolyl)ene; 1,4-(1,2,3-triazolyl)ene; 1,5-(1,2,3-triazolyl)ene; 4,5-(1,2,3-triazolyl)ene; 1,3-(1,2,4-triazolyl)ene; 1,5-(1,2,4-triazolyl)ene; 3,5-(1,2,4-triazolyl)ene; 3,5-(1,2,4-thiadiazolyl)ene; 2,5-(1,3,4-thiadiazolyl)ene, and 1,5-tetrazolylenes.

20. (Currently amended) A compound according to ~~any one of claims 1 to 7 or 13 to 49~~ wherein B is an optionally substituted 5-membered heteroarylene selected from the group consisting of 2,4-thiazolylenes; 4,2-thiazolylenes; 1,3-phenylenes; 2,5-thiophenylenes and 1,4-phenylenes.

21. (Currently amended) A compound according to ~~any one of claims 1 to 5~~ wherein Z is a single bond.

22. (Currently amended) A compound according to ~~any one of claims 1 to 5~~ wherein Z is CH<sub>2</sub>.

23. (Currently amended) A compound according to ~~any one of claims 1 to 5~~ wherein Z is CH=CH.

24. (Currently amended) A compound according to ~~any one of claims 1 to 23~~ wherein X and Y are both H.

25. (Currently amended) A compound according to claim 1 ~~any one of the preceding claims~~ wherein R<sub>2</sub> is independently selected from the group consisting of: -NH<sub>2</sub>, -(CH<sub>2</sub>)<sub>n</sub>NHCOR<sub>4</sub>, -NHSO<sub>2</sub>R<sub>4</sub>, -NR<sub>4</sub>, -(CH<sub>2</sub>)<sub>n</sub>NR<sub>6</sub>R<sub>7</sub>-, arylalkyl and heteroarylalkyl, each of which

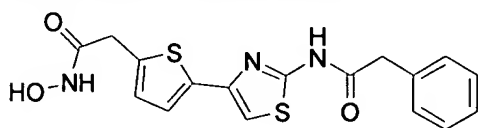


may be optionally substituted wherein n is an integer from 0 to 6, and R<sub>4</sub>, R<sub>6</sub> and R<sub>7</sub> are as described in claim 1.

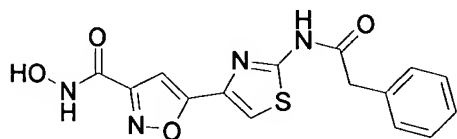
26. (Currently amended) A compound according to claim 1 ~~any one of the preceding claims~~ wherein R<sub>2</sub> is selected from the group consisting of R<sub>6</sub>R<sub>7</sub>N-(CH<sub>2</sub>)<sub>n</sub>- wherein n is an integer from 1 to 3.

27. (Original) A compound according to claim 26 wherein R<sub>6</sub> and R<sub>7</sub> are independently selected from the group consisting of:  
H, cyclopropyl, 2-(4-Hydroxy-3,5-dimethoxy-phenyl)-ethyl, 3-Pyrrolidin-1-yl-propyl, 2-Morpholin-4-yl-ethyl, 3-Morpholin-4-yl-propyl, 2-Dimethylamino-ethyl, 4-[4-(2,3-Dimethyl-phenyl)-piperazin-1-ylmethyl, 3-Imidazol-1-yl-propyl, 3-phenyl-propyl, (2-Hydroxy-ethyl)-phenethyl, 2-Hydroxy-ethyl-2-(1H-indol-3-yl)-ethyl, (2-Morpholin-4-yl-ethyl)-phenethyl, 2-(2-methyl-1H-indol-3-yl)-ethyl, 2-(1H-indol-3-yl)-ethyl, pyridin-3-ylmethyl, 3-hydroxy-propyl, 2-pyridin-2-yl-ethyl, 2-pyridin-3-yl-ethyl, pyridin-3-ylmethyl, 2-pyridin-4-yl-ethyl, benzyl, 3-phenyl-propyl, 2-phenoxy-ethyl, morpholin-4-yl, pyridin-2-yl, phenethyl, 2-(4-bromo-phenyl)-ethyl, 2-(4-fluoro-phenyl)-ethyl, 3-imidazol-1-yl-propyl, 2-(1H-imidazol-4-yl)-ethyl, 1H-Benzoimidazol-2-ylmethyl, 2-piperidin-1-yl-ethyl, 2-pyrrolidin-1-yl-ethyl, 2-cyclohex-1-enyl-ethyl, 2-ethyl-hexyl, 2-thiophen-2-yl-ethyl, 3,3-diphenyl-propyl, 2-biphenyl-4-yl-ethyl, -(4-phenoxy-phenyl, 2-(3-phenoxy-phenyl)-ethyl, 2-(2,3-dimethoxy-phenyl, 2-(2,4-dichloro-phenyl)-ethyl, cyclohexylmethyl, hexyl, isobutyl, 3-isopropoxy-propyl, 2-phenoxy-ethyl, 2-isopropoxy-ethyl, 3-methoxy-benzyl, 4-[1,2,3]thiadiazol-4-yl-benzyl, 2,4-dichloro-benzyl, 2-(2-methoxy-phenyl)-ethyl, 2-(3-fluoro-phenyl)-ethyl, 2-(2-fluoro-phenyl)-ethyl, 2,2-diphenyl-ethyl, 2-(4-methoxy-phenyl)-ethyl, 2-(3-chloro-phenyl)-ethyl, 4-phenyl-butyl, 3-phenyl-propyl, 3,3-diphenyl-propyl, 3-(4-methyl-piperazin-1-yl, 3-morpholin-4-yl-propyl, 3-(2-oxo-pyrrolidin-1-yl)-propyl, 3-pyrrolidin-1-yl-propyl, tetrahydro-furan-2-ylmethyl, 2-diethylamino-ethyl, 2-dimethylamino-ethyl.

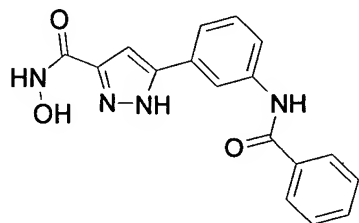
28. (Original) A compound according to claim 1 wherein the compound is selected from the group consisting of



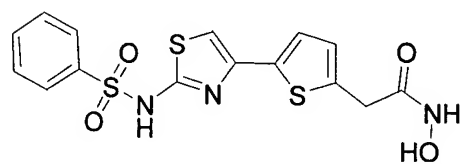
N-Hydroxy-2-[5-(2-phenylacetamido-thiazol-4-yl)-thiophen-2-yl]-acetamide,



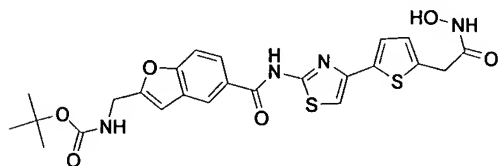
5-(2-Phenylacetyl-amino-thiazol-4-yl)-  
isoxazole-3-carboxylic acid hydroxyamide,



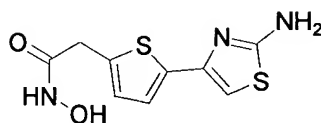
5-(3-Benzoylamino-phenyl)-1H-pyrazole-  
3-carboxylic acid hydroxyamide,



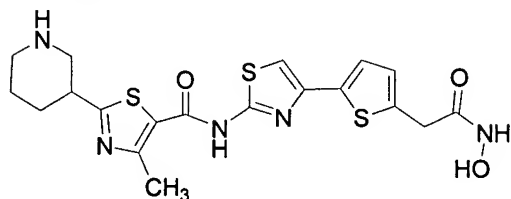
2-[5-(2-Benzenesulfonylamino-thiazol-4-yl)-  
thiophen-2-yl]-N-hydroxy-acetamide,



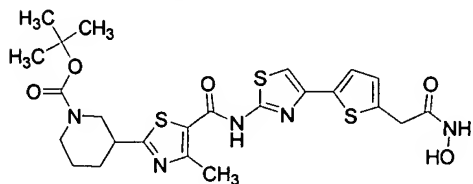
{5-[4-(5-Hydroxycarbamoylmethyl-thiophen-2-  
yl)-thiazol-2-ylcarbamoyl]-benzofuran-2-  
ylmethyl}-carbamic acid tert-butyl ester,



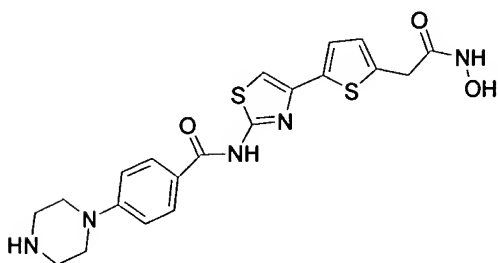
2-[5-(2-Amino-thiazol-4-yl)-thiophen-2-yl]-N-  
hydroxy-acetamide,



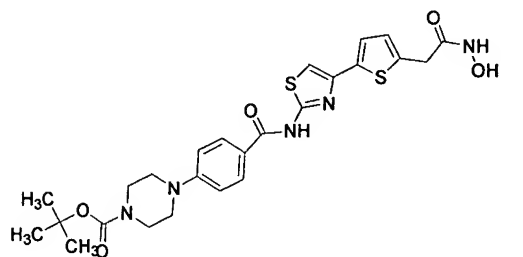
4-Methyl-2-piperidin-3-yl-thiazole-5-carboxylic  
acid [4-(5-hydroxycarbamoylmethyl-thiophen-  
2-yl)-thiazol-2-yl]-amide,



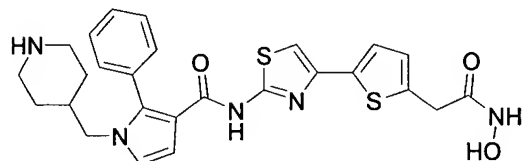
3-{5-[4-(5-Hydroxycarbamoylmethyl-thiophen-  
2-yl)-thiazol-2-ylcarbamoyl]-4-methyl-thiazol-2-  
yl}-piperidine-1-carboxylic acid tert-butyl ester,



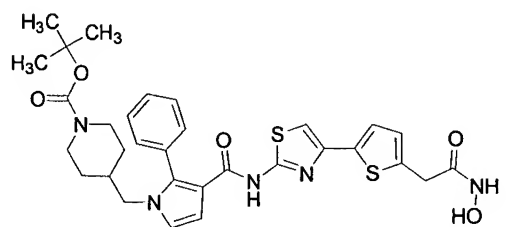
N-[4-(5-Hydroxycarbamoylmethyl-thiophen-2-  
yl)-thiazol-2-yl]-4-piperazin-1-yl-benzamide,



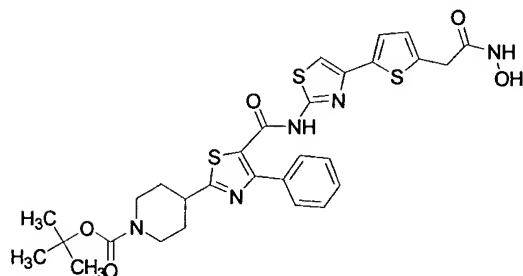
4-{4-[4-(5-Hydroxycarbamoylmethyl-thiophen-2-yl)-thiazol-2-ylcarbamoyl]-phenyl}-piperazine-1-carboxylic acid tert-butyl ester,



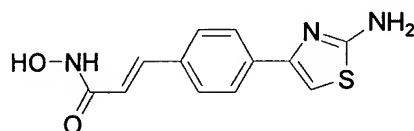
2-Phenyl-1-piperidin-4-ylmethyl-1H-pyrrole-3-carboxylic acid [4-(5-hydroxycarbamoylmethyl-thiophen-2-yl)-thiazol-2-yl]-amide,



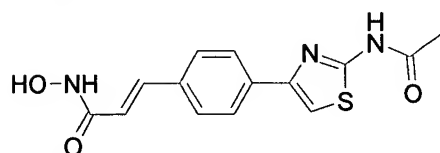
4-{3-[4-(5-Hydroxycarbamoylmethyl-thiophen-2-yl)-thiazol-2-ylcarbamoyl]-2-phenyl-pyrrol-1-ylmethyl}-piperidine-1-carboxylic acid tert-butyl ester,



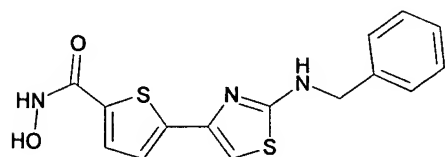
4-{5-[4-(5-Hydroxycarbamoylmethyl-thiophen-2-yl)-thiazol-2-ylcarbamoyl]-4-phenyl-thiazol-2-yl}-piperidine-1-carboxylic acid tert-butyl ester,



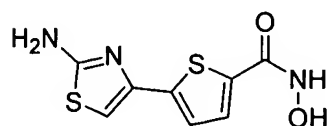
3-[4-(2-Amino-thiazol-4-yl)-phenyl]-N-hydroxy-acrylamide,



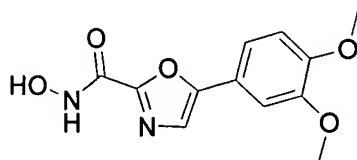
3-[4-(2-Acetylamino-thiazol-4-yl)-phenyl]-N-hydroxy-acrylamide,



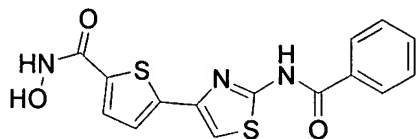
5-(2-Benzylamino-thiazol-4-yl)-thiophene-2-carboxylic acid hydroxyamide,



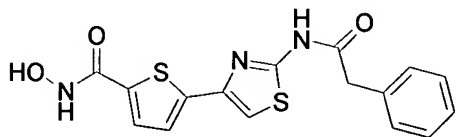
5-(2-Amino-thiazol-4-yl)-thiophene-2-carboxylic acid hydroxyamide,



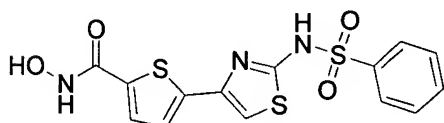
5-(3,4-Dimethoxy-phenyl)-oxazole-2-carboxylic acid hydroxyamide,



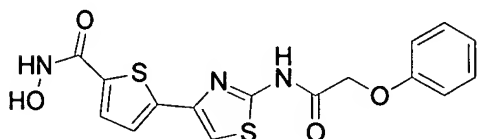
5-(2-Benzoylamino-thiazol-4-yl)-thiophene-2-carboxylic acid hydroxyamide,



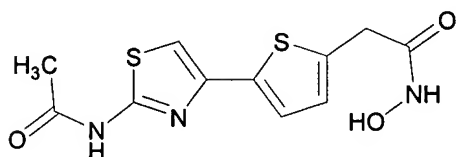
5-(2-Phenylacetyl-amino-thiazol-4-yl)-thiophene-2-carboxylic acid hydroxyamide,



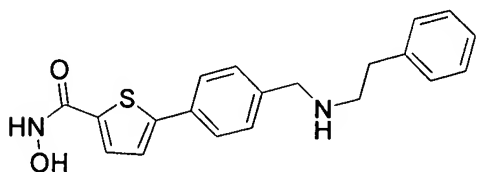
5-(2-Benzenesulfonylamino-thiazol-4-yl)-thiophene-2-carboxylic acid hydroxyamide,



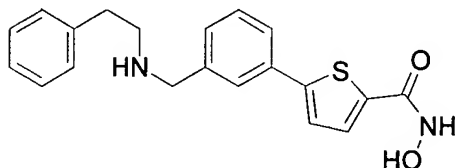
5-[2-(2-Phenoxy-acetyl-amino)-thiazol-4-yl]-thiophene-2-carboxylic acid hydroxyamide,



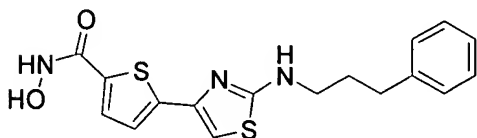
2-[5-(2-Acetyl-amino-thiazol-4-yl)-thiophen-2-yl]-N-hydroxy-acetamide,



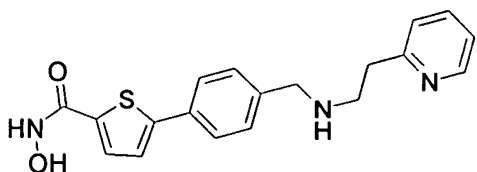
5-[4-(Phenethylamino-methyl)-phenyl]-thiophene-2-carboxylic acid hydroxyamide,



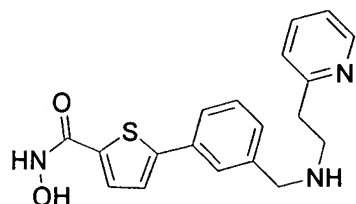
5-[3-(Phenethylamino-methyl)-phenyl]-thiophene-2-carboxylic acid hydroxyamide,



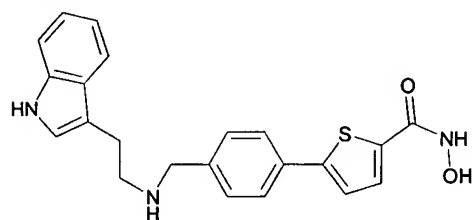
5-[2-(3-Phenyl-propyl-amino)-thiazol-4-yl]-thiophene-2-carboxylic acid hydroxyamide,



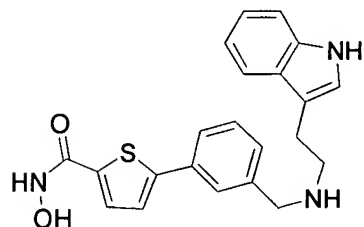
5-{4-[(2-Pyridin-2-yl-ethyl-amino)-methyl]-phenyl}-thiophene-2-carboxylic acid hydroxyamide,



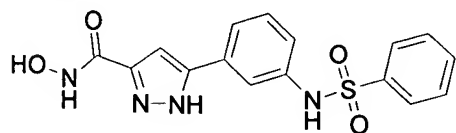
5-{3-[(2-Pyridin-2-yl-ethylamino)-methyl]-phenyl}-thiophene-2-carboxylic acid hydroxyamide,



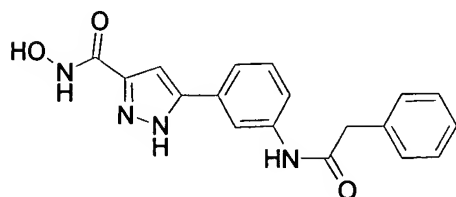
5-(4-{[2-(1H-Indol-3-yl)-ethylamino]-methyl}-phenyl)-thiophene-2-carboxylic acid hydroxyamide,



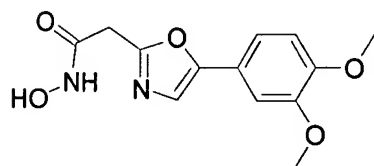
5-(3-{[2-(1H-Indol-3-yl)-ethylamino]-methyl}-phenyl)-thiophene-2-carboxylic acid hydroxyamide,



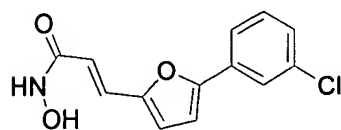
5-(3-Benzenesulfonylamino-phenyl)-1H-pyrazole-3-carboxylic acid hydroxyamide,



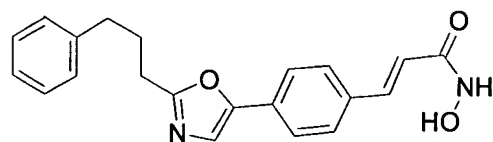
5-(3-Phenylacetyl-amino-phenyl)-1H-pyrazole-3-carboxylic acid hydroxyamide,



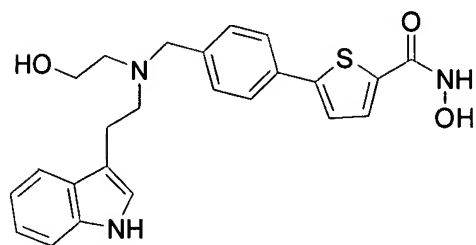
2-[5-(3,4-Dimethoxy-phenyl)-oxazol-2-yl]-N-hydroxy-acetamide



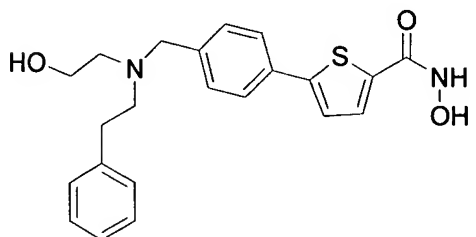
3-[5-(3-Chloro-phenyl)-furan-2-yl]-N-hydroxy-acrylamide,



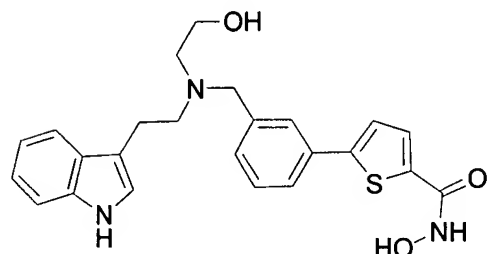
N-Hydroxy-3-{4-[2-(3-phenyl-propyl)-oxazol-5-yl]-phenyl}-acrylamide,



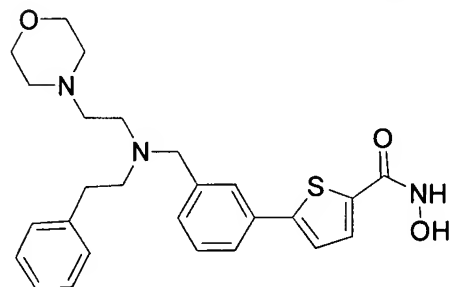
5-[4-(((2-Hydroxy-ethyl)-[2-(1H-indol-3-yl)-ethyl]-amino)-methyl)-phenyl]-thiophene-2-carboxylic acid hydroxyamide,



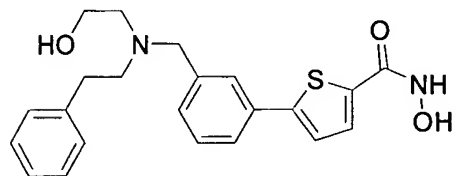
5-(4-(((2-Hydroxy-ethyl)-phenethyl-amino)-methyl)-phenyl)-thiophene-2-carboxylic acid hydroxyamide,



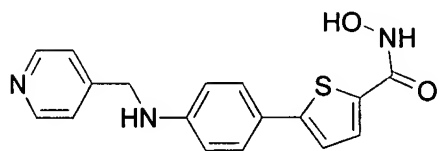
5-[3-(((2-Hydroxy-ethyl)-[2-(1H-indol-3-yl)-ethyl]-amino)-methyl)-phenyl]-thiophene-2-carboxylic acid hydroxyamide,



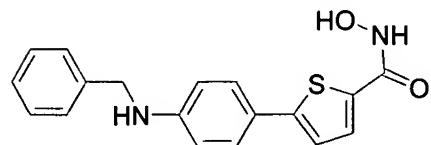
5-(3-(((2-Morpholin-4-yl-ethyl)-phenethyl-amino)-methyl)-phenyl)-thiophene-2-carboxylic acid hydroxyamide,



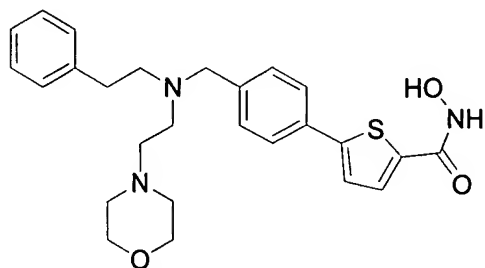
5-(3-(((2-Hydroxy-ethyl)-phenethyl-amino)-methyl)-phenyl)-thiophene-2-carboxylic acid hydroxyamide,



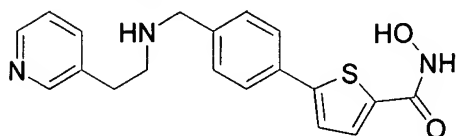
5-[4-((Pyridin-4-ylmethyl)-amino)-phenyl]-thiophene-2-carboxylic acid hydroxyamide,



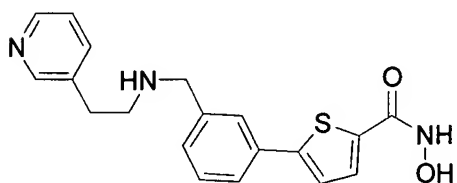
5-(4-Benzylamino-phenyl)-thiophene-2-carboxylic acid hydroxyamide,



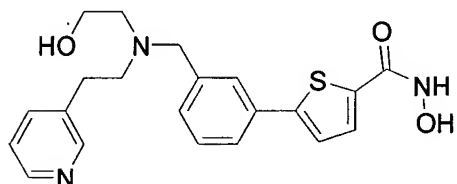
5-(4-[(2-Morpholin-4-yl-ethyl)-phenethyl-amino]-methyl)-phenyl)-thiophene-2-carboxylic acid hydroxyamide,



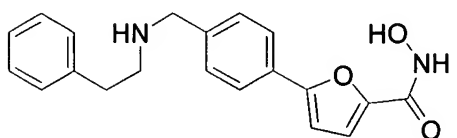
5-{4-[(2-Pyridin-3-yl-ethylamino)-methyl]-phenyl}-thiophene-2-carboxylic acid hydroxyamide,



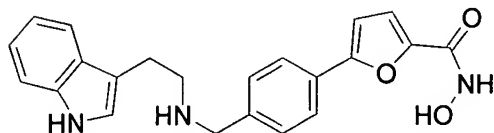
5-{3-[(2-Pyridin-3-yl-ethylamino)-methyl]-phenyl}-thiophene-2-carboxylic acid hydroxyamide,



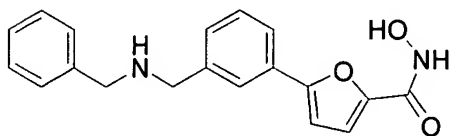
5-(3-[(2-Hydroxy-ethyl)-(2-pyridin-3-yl-ethyl)-amino]-methyl)-phenyl)-thiophene-2-carboxylic acid hydroxyamide,



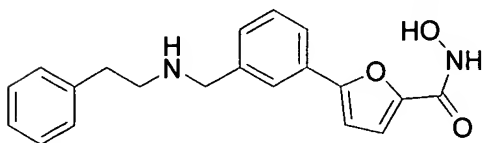
5-[4-(Phenethylamino-methyl)-phenyl]-furan-2-carboxylic acid hydroxyamide,



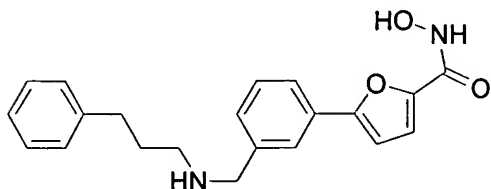
5-(4-{2-[(1H-Indol-3-yl)-ethylamino]-methyl}-phenyl)-furan-2-carboxylic acid hydroxyamide,



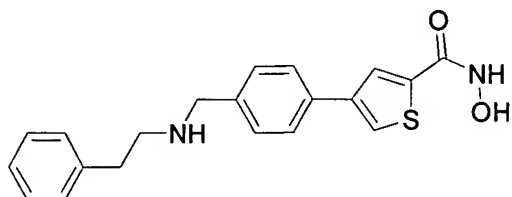
5-[3-(Benzylamino-methyl)-phenyl]-furan-2-carboxylic acid hydroxyamide,



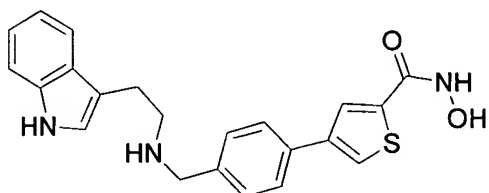
5-[3-(Phenethylamino-methyl)-phenyl]-furan-2-carboxylic acid hydroxyamide,



5-{3-[(3-Phenyl-propylamino)-methyl]-phenyl}-furan-2-carboxylic acid hydroxyamide,



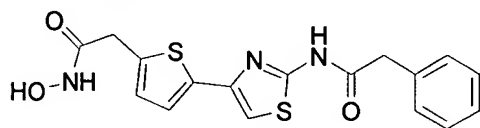
4-[4-(Phenethylamino-methyl)-phenyl]-  
thiophene-2-carboxylic acid hydroxyamide,



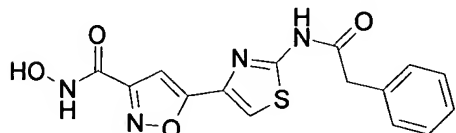
4-(4-[[2-(1H-Indol-3-yl)-ethylamino]-methyl]-  
phenyl)-thiophene-2-carboxylic acid  
hydroxyamide,

or a pharmaceutically acceptable salt or prodrug thereof.

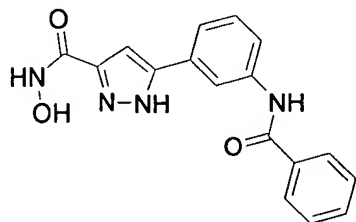
29. (Original) A compound according to claim 1 wherein the compound is selected from the group consisting of



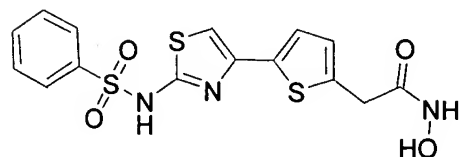
N-Hydroxy-2-[5-(2-phenylacetyl-amino-thiazol-  
4-yl)-thiophen-2-yl]-acetamide,



5-(2-Phenylacetyl-amino-thiazol-4-yl)-  
isoxazole-3-carboxylic acid hydroxyamide,

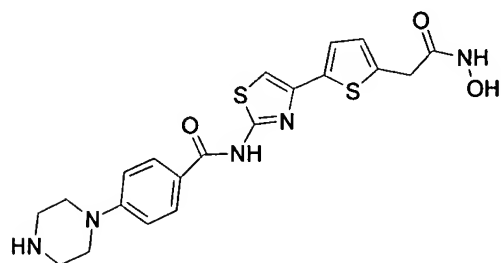


5-(3-Benzoylamino-phenyl)-1H-pyrazole-  
3-carboxylic acid hydroxyamide,

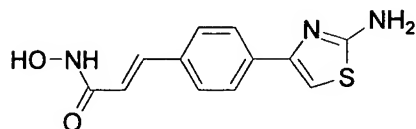


2-[5-(2-Benzenesulfonylamino-thiazol-4-yl)-  
thiophen-2-yl]-N-hydroxy-acetamide,

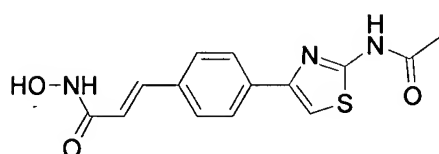




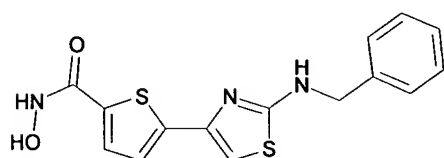
N-[4-(5-(2-Hydroxycarbamoylmethyl)-thiophen-2-yl)-thiazol-2-yl]-4-piperazin-1-yl-benzamide,



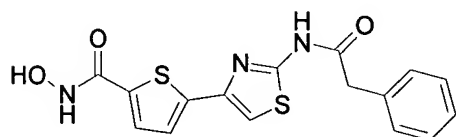
3-[4-(2-Amino-thiazol-4-yl)-phenyl]-N-hydroxy-acrylamide,



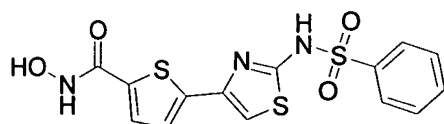
3-[4-(2-Acetyl-amino-thiazol-4-yl)-phenyl]-N-hydroxy-acrylamide,



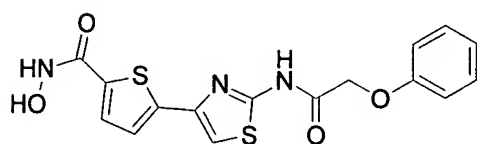
5-(2-Benzylamino-thiazol-4-yl)-thiophene-2-carboxylic acid hydroxyamide,



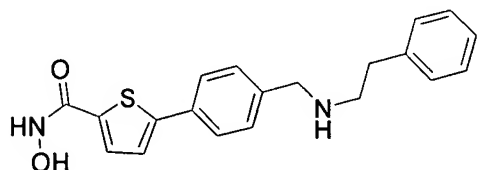
5-(2-Phenylacetyl-amino-thiazol-4-yl)-thiophene-2-carboxylic acid hydroxyamide,



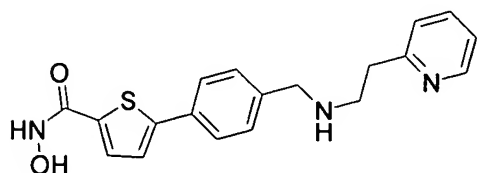
5-(2-Benzenesulfonyl-amino-thiazol-4-yl)-thiophene-2-carboxylic acid hydroxyamide,



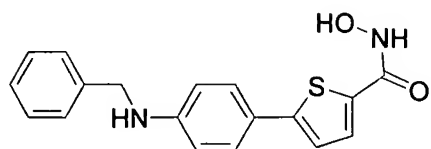
5-[2-(2-Phenoxy-acetyl-amino)-thiazol-4-yl]-thiophene-2-carboxylic acid hydroxyamide,



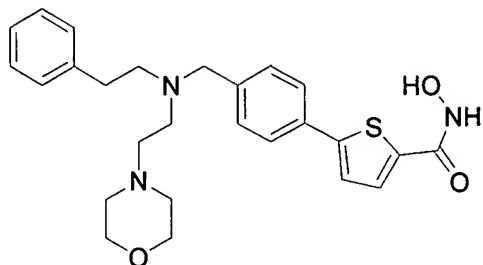
5-[4-(Phenethylamino-methyl)-phenyl]-thiophene-2-carboxylic acid hydroxyamide,



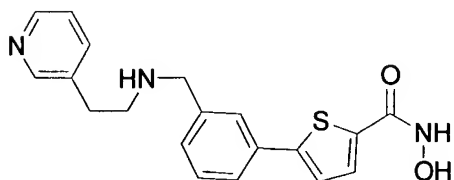
5-{4-[(2-Pyridin-2-yl-ethyl-amino)-methyl]-phenyl}-thiophene-2-carboxylic acid hydroxyamide,



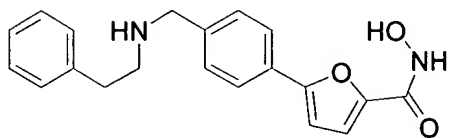
5-(4-Benzylamino-phenyl)-thiophene-2-carboxylic acid hydroxyamide,



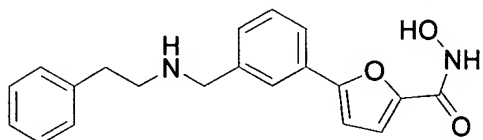
5-(4-((2-Morpholin-4-yl-ethyl)-phenethyl-amino)-methyl)-phenyl)-thiophene-2-carboxylic acid hydroxyamide,



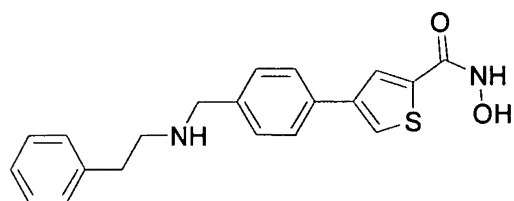
5-{3-[(2-Pyridin-3-yl-ethyl-amino)-methyl]-phenyl}-thiophene-2-carboxylic acid hydroxyamide,



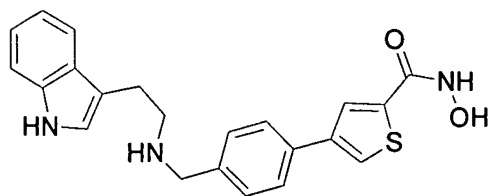
5-[4-(Phenethylamino-methyl)-phenyl]-furan-2-carboxylic acid hydroxyamide,



5-[3-(Phenethylamino-methyl)-phenyl]-furan-2-carboxylic acid hydroxyamide,



4-[4-(Phenethylamino-methyl)-phenyl]-thiophene-2-carboxylic acid hydroxyamide,



4-(4-([2-(1H-Indol-3-yl)-ethyl-amino]-methyl)-phenyl)-thiophene-2-carboxylic acid hydroxyamide

or a pharmaceutically acceptable salt or prodrug thereof.

30. (Currently amended) A compound according to ~~any one of~~ claims 1 to 29 wherein when Z is a single bond then A is not 2,5-thiophenylene.

31. (Currently amended) A compound according to ~~any one of claims 1 to 29~~ wherein when A is phenylene then B is not a 5-membered heteroaryl or 5-membered heteroarylene.

32. (Currently amended) A compound according to ~~any one of claims 1 to 29~~ wherein B is not a bicyclic heteroaryl or bicyclic heteroarylene having 9 ring atoms or a hetrocycloalkyl substituted heteroarylene.

33. (Currently amended) A compound according to ~~any one of claims 1 to 29~~ wherein when A is a benzimidazole ring, B is not connected to the position 2 of benzimidazole ring.

34. (Currently amended) A compound according to ~~any one of claims 1 to 33~~ wherein the optional substituents are independently selected from the group consisting of H, halogen, =O, =S, -CN, -NO<sub>2</sub>, -CF<sub>3</sub>, -OCF<sub>3</sub>, alkyl, alkenyl, alkynyl, haloalkyl, haloalkenyl, haloalkynyl, heteroalkyl, cycloalkyl, cycloalkenyl, heterocycloalkyl, heterocycloalkenyl, aryl, heteroaryl, hydroxy, hydroxyalkyl, alkoxy, alkoxyalkyl, alkoxyaryl, alkoxyheteroaryl, alkenyloxy, alkynyloxy, cycloalkyloxy, cycloalkenyloxy, heterocycloalkyloxy, heterocycloalkenyloxy, aryloxy, heteroaryloxy, arylalkyl, heteroarylalkyl, cycloalkylalkyl, heterocycloalkylalkyl, arylalkyloxy, amino, alkylamino, acylamino, aminoalkyl, arylamino, sulfonylamino, sulfynylamino, sulfonyl, alkylsulfonyl, arylsulfonyl, aminosulfonyl, aminoalkyl, alkoxyalkyl, CH<sub>2</sub>heterocycloalkylCOOR<sub>10</sub>, heterocycloalkylCOOR<sub>10</sub>, -COOH, -COR<sub>5</sub>, -C(O)OR<sub>5</sub>, CONHR<sub>5</sub>, -C(O)C(O)OR<sub>5</sub>, C(O)CONHR<sub>5</sub>, CON(R<sub>5</sub>)OR<sub>5</sub>, COCON(R<sub>5</sub>)OR<sub>5</sub>, NHCOR<sub>5</sub>, CH<sub>2</sub>NCOOR<sub>10</sub>, NHCOOR<sub>5</sub>, NHCONHR<sub>5</sub>, C(=NOH)R<sub>5</sub>, -SH, -SR<sub>5</sub>, -OR<sub>5</sub> and acyl;

each R<sub>5</sub> is independently selected from the group consisting of H, alkyl, alkenyl, alkynyl, haloalkyl, heteroalkyl, cycloalkyl, heterocycloalkyl, aryl, heteroaryl, cycloalkylalkyl, heterocycloalkylalkyl, arylalkyl, heteroarylalkyl and acyl each of which may be optionally substituted;

R<sub>10</sub> is selected from H, alkyl, acyl and aryl.

35. (Currently amended) A pharmaceutical composition including a compound according to ~~any one of claims 1 to 34~~ and a pharmaceutically acceptable diluent, excipient or carrier.

Claims 36-39 (Canceled)

40. (Currently amended) A method of treatment of a disorder caused by, associated with or accompanied by disruptions of cell proliferation and/or angiogenesis in a patient the method including administration of a therapeutically effective amount of a compound according to ~~any one of claims 1 to 34~~ to the patient.

41. (Original) A method according to claim 40 wherein the disorder is a proliferative disorder.

42. (Original) A method according to claim 40 wherein the disorder is cancer.

43. (Original) A method according to claim 42 wherein the cancer is selected from breast cancer, lung cancer, ovarian cancer, prostate cancer, head and neck cancer, renal cancer, gastric cancer, colon cancer, pancreatic cancer and brain cancer.

Claims 44-48 (Canceled)

49. (Currently amended) A method of modifying deacetylase activity including contacting the deacetylase with a compound according to ~~any one of claims 1 to 34~~.

50. (Original) A method according to claim 49 wherein the deacetylase activity is histone deacetylase activity.

51. (Original) A method according to claim 49 wherein the deacetylase activity is class I histone deacetylase activity.

52. (Currently amended) A method according to claim 50 ~~or 54~~ wherein the histone deacetylase is HDAC1.

53. (Currently amended) A method according to claim 50 ~~or 54~~ wherein the histone deacetylase is HDAC8.

54. (Currently amended) A method of treatment of a disorder that can be treated by the inhibition of deacetylase activity in a patient including administration of a therapeutically effective amount of a compound according to ~~any one of claims 1 to 34~~ to the patient.

55. (Original) A method according to claim 54 wherein the deacetylase activity is histone deacetylase activity.

56. (Currently amended) A method of treatment of a disorder that is mediated by histone deacetylase activity in a patient including administration of a therapeutically effective amount of a compound according to ~~any one of claims 1 to 34~~ to the patient.

57. (Currently amended) A method according to ~~any one of claims 54 to 56~~ wherein the disorder is selected from the group consisting of proliferative disorders (e.g. cancer); Neurodegenerative diseases including Huntington's Disease, Polyglutamine diseases, Parkinson's Disease, Alzheimer's Disease, Seizures, Striatonigral degeneration, Progressive supranuclear palsy, Torsion dystonia, Spasmodic torticollis and dyskinesia, Familial tremor, Gilles de la Tourette syndrome, Diffuse Lewy body disease, Progressive supranuclear palsy, Pick's disease, Intracerebral haemorrhage, Primary lateral sclerosis, Spinal muscular atrophy, Amyotrophic lateral sclerosis, Hypertrophic interstitial polyneuropathy, Retinitis pigmentosa, Hereditary optic atrophy, Hereditary spastic paraplegia, Progressive ataxia and Shy-Drager syndrome; Metabolic diseases including Type 2 diabetes; Degenerative Diseases of the Eye including Glaucoma, Age-related macular degeneration, Rubeotic glaucoma, Intersitital keratitis, diabetic retinopathy; Inflammatory diseases and/or Immune system disorders including Rheumatoid Arthritis (RA), Osteoarthritis, Juvenile chronic arthritis, Graft versus Host disease, Psoriasis, Asthma, Spondyloarthropathy, Crohn's Disease, Inflammatory bowel disease, Colitis Ulcerosa, Alcoholic hepatitis, Diabetes, Sjogren's syndrome, Multiple Sclerosis, Ankylosing

Membranous glomerulopathy, Discogenic pain, Systemic Lupus Erythematosus; Disease involving angiogenesis including cancer, psoriasis, rheumatoid arthritis; Psychological disorders including bipolar disease, schizophrenia, mania, depression and dementia; Cardiovascular Diseases including Heart failure, restenosis and arteriosclerosis; Fibrotic diseases including liver fibrosis, cystic fibrosis and angiofibroma; Infectious diseases including Fungal infections, such as Candida Albicans, Bacterial infections, Viral infections, such as Herpes Simplex, Protozoal infections, such as Malaria, Leishmania infection, Trypanosoma brucei infection, Toxoplasmosis and coccidiosis and Haematopoietic disorders including thalassemia, anemia and sickle cell anemia.

58. (Currently amended) A method for inhibiting cell proliferation including administration of an effective amount of a compound according to ~~any one of~~ claims 1 to 34.

59. (Currently amended) A method of treatment of a neurodegenerative disorder in a patient including administration of a therapeutically effective amount of a compound according to ~~any one of~~ claims 1 to 34 to the patient.

60. (Original) A method according to claim 59 wherein the neurodegenerative disorder is Huntington's Disease.

61. (Currently amended) A method of treatment of an inflammatory disease and/or immune system disorder in a patient including administration of a therapeutically effective amount of a compound according to ~~any one of~~ claims 1 to 34 to the patient.

62. (Original) A method according to claim 61 wherein the inflammatory disease and/or immune system disorder is rheumatoid arthritis.

63. (Original) A method according to claim 61 wherein the inflammatory disease and/or immune system disorder is systemic lupus erythematosus.

64. (Currently amended) A method of treatment of a proliferative disorder in patient including administration of a therapeutically effective amount of a compound according to ~~any one of~~ claims 1 to 34 to the patient.

65. (Currently amended) A method of treatment of cancer in patient including administration of a therapeutically effective amount of a compound according to ~~any one of~~ claims 1 to 34 to the patient.

66. (Original) A method according to claim 65 wherein the cancer is a hematologic malignancy.

67. (Original) A method according to claim 66 wherein the hematologic malignancy is selected from a group consisting of B-cell lymphoma, T-cell lymphoma and leukemia.

68. (Original) A method according to claim 65 wherein the cancer is a solid tumor.

69. (Original) A method according to claim 67 wherein the solid tumor is selected from a group consisting of breast cancer, lung cancer, ovarian cancer, prostate cancer, head and neck cancer, renal cancer, gastric cancer, colon cancer, pancreatic cancer and brain cancer.

Claims 70-75 (Canceled)

76. (Currently amended) A method for the induction of apoptosis of tumor cells including contacting the tumor cells with an effective amount of a compound according to ~~any one of~~ claims 1 to 34.

77. (New) A method according to claim 51 wherein the histone deacetylase is HDAC1.

78. (New) A method according to claim 51 wherein the histone deacetylase is HDAC8.

79. (New) A method according to claim 55 wherein the disorder is selected from the group consisting of proliferative disorders (e.g. cancer); Neurodegenerative diseases including

Huntington's Disease, Polyglutamine diseases, Parkinson's Disease, Alzheimer's Disease, Seizures, Striatonigral degeneration, Progressive supranuclear palsy, Torsion dystonia, Spasmodic torticollis and dyskinesia, Familial tremor, Gilles de la Tourette syndrome, Diffuse Lewy body disease, Progressive supranuclear palsy, Pick's disease, Intracerebral haemorrhage, Primary lateral sclerosis, Spinal muscular atrophy, Amyotrophic lateral sclerosis, Hypertrophic interstitial polyneuropathy, Retinitis pigmentosa, Hereditary optic atrophy, Hereditary spastic paraplegia, Progressive ataxia and Shy-Drager syndrome; Metabolic diseases including Type 2 diabetes; Degenerative Diseases of the Eye including Glaucoma, Age-related macular degeneration, Rubeotic glaucoma, Intersitital keratitis, diabetic retinopathy; Inflammatory diseases and/or Immune system disorders including Rheumatoid Arthritis (RA), Osteoarthritis, Juvenile chronic arthritis, Graft versus Host disease, Psoriasis, Asthma, Spondyloarthropathy, Crohn's Disease, Inflammatory bowel disease, Colitis Ulcerosa, Alcoholic hepatitis, Diabetes, Sjogren's syndrome, Multiple Sclerosis, Ankylosing spondylitis, Membranous glomerulopathy, Discogenic pain, Systemic Lupus Erythematosus; Disease involving angiogenesis including cancer, psoriasis, rheumatoid arthritis; Psychological disorders including bipolar disease, schizophrenia, mania, depression and dementia; Cardiovascular Diseases including Heart failure, restenosis and arteriosclerosis; Fibrotic diseases including liver fibrosis, cystic fibrosis and angiofibroma; Infectious diseases including Fungal infections, such as Candida Albicans, Bacterial infections, Viral infections, such as Herpes Simplex, Protozoal infections, such as Malaria, Leishmania infection, Trypanosoma brucei infection, Toxoplasmosis and coccidiosis and Haematopoietic disorders including thalassemia, anemia and sickle cell anemia.

80. (New) A method according to claim 56 wherein the disorder is selected from the group consisting of proliferative disorders (e.g. cancer); Neurodegenerative diseases including Huntington's Disease, Polyglutamine diseases, Parkinson's Disease, Alzheimer's Disease, Seizures, Striatonigral degeneration, Progressive supranuclear palsy, Torsion dystonia, Spasmodic torticollis and dyskinesia, Familial tremor, Gilles de la Tourette syndrome, Diffuse Lewy body disease, Progressive supranuclear palsy, Pick's disease, Intracerebral haemorrhage, Primary lateral sclerosis, Spinal muscular atrophy, Amyotrophic lateral sclerosis, Hypertrophic interstitial polyneuropathy, Retinitis pigmentosa, Hereditary optic atrophy, Hereditary spastic paraplegia, Progressive ataxia and Shy-Drager syndrome; Metabolic



diseases including Type 2 diabetes; Degenerative Diseases of the Eye including Glaucoma, Age-related macular degeneration, Rubeotic glaucoma, Intersitital keratitis, diabetic retinopathy; Inflammatory diseases and/or Immune system disorders including Rheumatoid Arthritis (RA), Osteoarthritis, Juvenile chronic arthritis, Graft versus Host disease, Psoriasis, Asthma, Spondyloarthropathy, Crohn's Disease, Inflammatory bowel disease , Colitis Ulcerosa, Alcoholic hepatitis, Diabetes, Sjogrens's syndrome, Multiple Sclerosis, Ankylosing spondylitis, Membranous glomerulopathy, Discogenic pain, Systemic Lupus Erythematosus; Disease involving angiogenesis including cancer, psoriasis, rheumatoid arthritis; Psychological disorders including bipolar disease, schizophrenia, mania, depression and dementia; Cardiovascular Diseases including Heart failure, restenosis and arteriosclerosis; Fibrotic diseases including liver fibrosis, cystic fibrosis and angiofibroma; Infectious diseases including Fungal infections, such as Candida Albicans, Bacterial infections, Viral infections, such as Herpes Simplex, Protozoal infections, such as Malaria, Leishmania infection, Trypanosoma brucei infection, Toxoplasmosis and coccidiosis and Haematopoietic disorders including thalassemia, anemia and sickle cell anemia.